

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET

IN RE: APPLICANT:
SHAPES/ARCH HOLDINGS L.L.C., *et al.* Halperin Battaglia Raicht, LLP
CASE NO.: 08-14631 (GMB) CLIENT: Official Committee of Unsecured Creditors
CHAPTER: 11 CASES FILED: March 16, 2008

COMPLETION OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY. RETENTION ORDER ATTACHED.

/s/ Alan D. Halperin 7/8/08
ALAN D. HALPERIN Date

**SECTION I
FEE SUMMARY**

Third Monthly Fee Statement Covering the Period
June 1, 2008 through June 30, 2008

Total Previous Fees and Expenses Requested:	\$253,682.09
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer (if applicable):	N/A
Total Holdback (if applicable):	\$49,356.60
Total Received by Applicant:	\$129,785.51

	Name of Professional and Title	Year Admitted	Hours	Rate	Fee
1.	Alan D. Halperin, Partner	1991	85.00	\$435.00	\$36,975.00
2.	Walter Benzija, Of Counsel	1996	0.20	\$370.00	\$74.00
3.	Donna H. Lieberman, Of Counsel	1984	25.80	\$350.00	\$9,030.00
4.	Debra J. Cohen, Associate	1992	0.20	\$335.00	\$67.00
5.	Ethan D. Ganc, Associate	2001	2.20	\$280.00	\$616.00
6.	Carrie E. Mitchell, Associate	2005	6.20	\$225.00	\$1,395.00
7.	Jeffrey B. Moore, Paralegal	N/A	2.70	\$95.00	\$256.50
	TOTALS		122.30		\$48,413.50

FEE TOTALS (Page 3)	\$48,413.50
DISBURSEMENTS TOTALS (Page 4)	\$721.04
TOTAL FEE APPLICATION	\$49,134.54

**SECTION II
SUMMARY OF SERVICES**

Services Rendered	Hours	Fee
(a) Asset Sales	10.20	\$4,437.00
(b) Claims Review & Analysis	9.90	\$3,620.00
(c) Executory Contracts	0.60	\$261.00
(d) Financing	7.50	\$3,262.50
(e) General	41.00	\$14,599.00
(f) Meetings & Hearings	3.90	\$1,696.50
(g) Motions & Applications	6.80	\$2,370.00
(h) Plan & Disclosure Statement	40.70	\$17,691.50
(i) Pleadings	1.70	\$476.00
SERVICES TOTALS	122.30	\$48,413.50

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
(a) Westlaw	\$8.98
(b) PACER	\$18.40
(c) Photocopying: No. of Pages: 1,235 Rate per Page: \$.20	\$247.00
(d) Travel Taxi \$41.00	\$41.00
(e) Postage	\$1.26
(f) Other (explain): Court Transcript \$404.40	\$404.40
DISBURSEMENT TOTAL	\$721.04

<p style="text-align: center;">SECTION IV CASE HISTORY</p>

(NOTE: Items (3) through (6) are not applicable to applications under 11 U.S.C. § 506)

- (1) Date cases filed: March 16, 2008
- (2) Chapter under which cases commenced: Chapter 11
- (3) Date of retention: Order signed April 25, 2008, effective March 31, 2008
See Exhibit A.
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:
 - (a) Meetings and telephone conferences with Committee members/co-counsel and professionals, Debtors' counsel, Arch Acquisition I, LLC and its counsel, and other parties regarding the cases, the Debtors' proposed plan of reorganization, and the marketing and sale process;
 - (b) Drafted Plan Trust Agreement;
 - (c) Reviewed and revised documents included in Plan Supplement;
 - (d) Reviewed and revised sale motion and asset purchase agreement;
 - (e) Reviewed, analyzed and followed up with Debtors' counsel regarding motions by creditors;
 - (f) Reviewed claims register and Debtors' claims objections;
 - (g) Reviewed initial voting results;
 - (h) Discussions with NatCity and potential bidders;
 - (i) Drafted numerous memos and updates for the Committee.

INVOICES ITEMIZING SERVICES RENDERED AND OUT-OF-POCKET EXPENSES INCURRED ARE ATTACHED AS EXHIBITS "B" AND "C", RESPECTIVELY.

- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.

- (c) Priority creditors: Unknown at this time.
- (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of cases and percentage of dividend paid to creditors (if applicable):
This is a third monthly fee statement. Final dividend percentages are unknown at this time.